

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

EARTH FARE, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)

) Case No. 20-10256 (KBO)
)

) (Jointly Administered)
)

) **Objection Deadline: March 10, 2020, at 4:00 p.m. (ET)**
)

) **Docket Ref. No. 122**
)

**NOTICE OF ENTRY OF BIDDING PROCEDURES/DE MINIMIS
ASSET SALE ORDER AND PROPOSED DE MINIMIS ASSET SALE**

PLEASE TAKE NOTICE that Earth Fare, Inc. and EF Investment Holdings, Inc. (each a “**Debtor**” and, collectively, the “**Debtors**”) each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”), on February 4, 2020 (the “**Petition Date**”), in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”). The Debtors are seeking to sell their assets with a fair market value of under \$100,000 not otherwise disposed of pursuant to the Debtors’ store closing motion [Docket No. 16], including but not limited to the tradename and related intellectual property, non-residential real property leases, executory contracts, furniture, fixtures, equipment, and any other miscellaneous assets (the “**De Minimis Assets**”), or subset(s) thereof, free and clear of all liens, claims, encumbrances, and other interests.

PLEASE TAKE FURTHER NOTICE that, by order dated February 14, 2020 [Docket No. 122] (the “**Bidding Procedures/De Minimis Asset Sale Order**”),² the Bankruptcy Court approved, among other things, certain procedures for the sale of De Minimis Assets (the “**De Minimis Asset Sale Procedures**”). All interested parties should carefully read the Bidding Procedures/De Minimis Asset Sale Order and the De Minimis Asset Sale Procedures set forth therein. Copies of the Bidding Procedures/De Minimis Asset Sale Order are available upon request to the Debtors’ claims and noticing agent, Epiq Corporate Restructuring, LLC, at Earthfare@epiqglobal.com and are available for download from the Case Website, <https://dm.epiq11.com/case/EFI/>.

PLEASE TAKE FURTHER NOTICE that, in accordance with the De Minimis Asset Sale Procedures, the Debtors intend to sell or transfer the De Minimis Assets (the “**De Minimis Asset Sale**”) set forth on **EXHIBIT A** attached hereto (the “**Sale Schedule**”). In accordance with the De Minimis Asset Sale Procedures, the Asset Schedule identifies (i) the De Minimis Assets being sold or transferred, (ii) the De Minimis Asset Purchaser and their relationship (if any) to the Debtors, (iii) the selling price, and (iv) the significant terms of the sale or transfer agreement, including, but not limited to, any payments to be made by the Debtors on account of commission fees to agents, brokers, auctioneers, and liquidators.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Earth Fare, Inc. (3936) and EF Investment Holdings, Inc. (8084). The mailing address for each of the Debtors is 220 Continuum Drive, Fletcher, North Carolina 28732.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures/De Minimis Asset Order.

PLEASE TAKE FURTHER NOTICE that any objections to the De Minimis Asset Sale or the relief requested in connection therewith (a “**Sale Objection**”), other than a Contract Objection, which shall be governed by the Assumption and Assignment Procedures, must: (a) be in writing; (b) comply with the Bankruptcy Rules and the Local Rules; (c) set forth the specific basis for the Sale Objection; (d) be filed with the Clerk of this Court, 824 N. Market Street, 3rd Floor, Wilmington, Delaware 19801, together with proof of service, on or before 4:00 p.m. (ET) on March 10, 2020 (the “**Sale Objection Deadline**”); and (e) be served so as to be actually received on or before the Sale Objection Deadline, upon the following parties (the “**Objection Notice Parties**”): (i) counsel to the Debtors, Young Conaway Stargatt & Taylor, LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 19801, Attn: M. Blake Cleary, Esq., Sean T. Greecher, Esq., and Ian J. Bambrick, Esq. (mbcleary@ycst.com, sgreecher@ycst.com, and ibambrick@ycst.com); (ii) proposed counsel to the Official Committee of Unsecured Creditors, Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, DE 19801, Attn.: Bradford J. Sandler, Esq., Robert J. Feinstein, Esq., and Colin R. Robinson, Esq. (bsandler@pszjlaw.com, rfeinstein@pszjlaw.com, and crobison@pszjlaw.com); (iii) counsel to the administrative agent for the Debtors’ prepetition lenders, Chapman & Cutler LLP, 111 West Monroe Street, Chicago, IL 60603-4080, Attn: Stephen R. Tetro II, Esq., and Aaron M. Krieger, Esq. (stetro@chapman.com and akrieger@chapman.com) and Womble Bond Dickinson (US) LLP, 1313 North Market Street, Suite 1200, Wilmington, Delaware 19801, Attn: Matthew P. Ward and Morgan L. Patterson (matthew.ward@wbd-us.com and morgan.patterson@wbd-us.com); and (iv) the Office of the United States Trustee for the District of Delaware, 855 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane M. Leamy, Esq. (Jane.M.Leamy@usdoj.gov).

PLEASE TAKE FURTHER NOTICE THAT, SHOULD AN OBJECTION BE TIMELY FILED, A HEARING ON THE OBJECTION WILL BE HELD BEFORE THE HONORABLE KAREN B. OWENS ON MARCH 24, 2020, AT 1:00 P.M. (EDT) IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 6TH FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801, OR AT SUCH OTHER DATE AND TIME AS MAY BE DETERMINED BY THE DEBTORS OR THE COURT MAY DESIGNATE UPON NOTICE TO AFFECTED PARTIES.

PLEASE TAKE FURTHER NOTICE THAT, IF A SALE OBJECTION IS NOT FILED AND SERVED ON OR BEFORE THE SALE OBJECTION DEADLINE IN ACCORDANCE WITH THE BIDDING PROCEDURES/DE MINIMIS ASSET SALE ORDER, THEN THE DEBTORS SHALL BE AUTHORIZED, PURSUANT TO THE BIDDING PROCEDURES/DE MINIMIS ASSET SALE ORDER, TO CONSUMMATE THE PROPOSED DE MINIMIS ASSET SALE IN ACCORDANCE WITH THE TERMS SET FORTH ON THE ATTACHED SALE SCHEDULE WITHOUT FURTHER NOTICE OR HEARING, AND YOU SHALL BE DEEMED TO HAVE WAIVED AND RELEASED ANY RIGHT TO ASSERT SUCH AN OBJECTION.

Dated: March 2, 2020
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Ian J. Bambrick

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*Counsel to the Debtors and
Debtors in Possession*

Exhibit A to De Minimis Asset Sale Notice**Sale Schedule**

De Minimis Assets	(I) Lease for premises located at 5070 South Westnedge, Portage, Michigan 49002 (“ Store 700 ”) and (II) All of the furniture, fixtures, equipment, inventory, and other personal property located on or about Store 700 as of the effective date of the termination of the lease for Store 700 (the “ Lease ”).
Purchaser	5070 South Westnedge, LLC (the “ Landlord ”)
Relationship to Debtors	Counterparty to lease for Store 700
Selling Price	\$100,000 (the “ Cash Consideration ”)
Significant Terms	In addition to the Cash Consideration, upon the effective date of the termination of the Lease, the Landlord shall unconditionally release (1) Earth Fare, Inc. (the “ Tenant ”) and Tenant’s affiliates, parents, subsidiaries, members, managers, officers, directors, stockholders, employees, representative, agents, successors and assigns, of and from any and all claims, damages, obligations, liabilities, actions and causes of action, of every kind and nature whatsoever arising under or in connection with the Lease, any and all memorandums of the Lease, and Store 700 and (2) each guarantor or surety under or of the Lease and each such guarantor’s or surety’s respective affiliates, parents, subsidiaries, members, managers, officers, directors, stockholders, employees, representative, agents, successors and assigns, of and from any and all claims, damages, obligations, liabilities, actions and causes of action, of every kind and nature whatsoever arising under or in connection with the Lease, any and all memorandums of the Lease, and Store 700. Further, upon the effective date of the termination of the Lease, the Tenant and Tenant’s estate shall be relieved from any and all liability for any breach of the Lease.